

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On April 30, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Second Supplemental Declaration and Statement of Brian D. Decker Under Fed. R. Bankr. P. 2014 (Docket No. 7783) [a copy of which is attached hereto as Exhibit E]
- 2) Notice of Presentment of Joint Settlement Agreement, Stipulation and Agreed Order Between Delphi Automotive Systems, LLC, RSR Corporation and Eco-Bat America, LLC To Disallow and Expunge Claim Numbers 866 and 867 (Docket No. 7830) [a copy of which is attached hereto as Exhibit F]

On April 30, 2007, I caused to be served the document listed below upon the party listed on Exhibit G hereto via overnight delivery:

- 3) Notice of Presentment of Joint Settlement Agreement, Stipulation and Agreed Order Between Delphi Automotive Systems, LLC, RSR Corporation and Eco-Bat America, LLC To Disallow and Expunge Claim Numbers 866 and 867 (Docket No. 7830) [a copy of which is attached hereto as Exhibit F]

Dated: May 4, 2007

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 4th day of May, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

# **EXHIBIT A**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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## **EXHIBIT B**

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Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	212-912-7751	<a href="mailto:lcurcio@tpw.com">lcurcio@tpw.com</a>	Counsel to TT Electronics, Plc
The Furukawa Electric Co., Ltd. The Timken Corporation BIC - 08	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda-ku	Tokyo	Japan	100-8322			81-3-3286-3919	<a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>	Legal Department of The Furukawa Electric Co., Ltd.
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## **EXHIBIT C**

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Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624	419-255-4300	419-255-9121	Counsel to ZF Group North America Operations, Inc.
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O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	IL	60601	312-849-2020	312-849-2021	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
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Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	330-670-3020	Counsel to Republic Engineered Products, Inc.
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	213-312-2001	Counsel to Brembo S.p.A; Bibielle S.p.A.; AP Racing
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Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	OH	45402	937-223-8177	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
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Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
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United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO

## **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
:  
-----X

SECOND SUPPLEMENTAL DECLARATION AND STATEMENT OF  
BRIAN D. DECKER UNDER FED. R. BANKR. P. 2014.

Brian D. Decker, being duly sworn, deposes and says:

1. I am a Certified Public Accountant and a partner of PricewaterhouseCoopers LLP ("PricewaterhouseCoopers"), a professional services firm. I submit this second supplemental declaration on behalf of PricewaterhouseCoopers pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure with respect to the retention of PricewaterhouseCoopers to provide certain professional services to Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"). Specifically, on June 22, 2006 this Court authorized the employment and retention of PricewaterhouseCoopers for Sarbanes-Oxley compliance, tax and financial planning, and other general tax consulting services nunc pro tunc to January 1, 2006. On January 22, 2007 this Court granted the Debtors' supplemental application to retain PricewaterhouseCoopers to perform certain due diligence services nunc pro tunc to December 15, 2006.

2. This Declaration supplements the declaration dated June 5, 2006 (the "Initial Declaration"), as supplemented by the supplemental declaration dated December 29, 2006 (the "First Supplemental Declaration"). The Initial Declaration was submitted in support of PricewaterhouseCoopers' retention by the Debtors. The First Supplemental Declaration was submitted in support of the Debtors' supplemental application to retain PricewaterhouseCoopers to perform certain due diligence services. This Declaration reflects information that has come to my attention as part of PricewaterhouseCoopers' ongoing review to identify relationships that may exist between PricewaterhouseCoopers, its affiliated entities, its partners and professionals, and the Debtors or other parties in interest. PricewaterhouseCoopers' ongoing review to identify relationships has indicated the following matter:

3. On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE") filed a petition for "Concurso," or bankruptcy, under Spanish law, exclusively for that legal entity. On April 13, 2007 the judge overseeing the Concurso proceeding accepted DASE's application for Concurso and proceeded sua sponte to appoint the Spanish member firm of the PricewaterhouseCoopers global network of firms, PwC Auditores S.L. ("PwC Spain"), to act as one of three insolvency administrators for DASE in the Concurso proceeding. PwC Spain accepted the appointment on April 23, 2007. PwC Spain is a separate legal entity from any other PricewaterhouseCoopers firm and has a separate, independent board of directors. This independence is required under Spanish law and is expressly recognized by various regulatory authorities, such as the Spanish equivalent of the SEC, the Bank of Spain, and the Official Register of Auditors.

4. The Spanish court expressly stated its preference that PwC Spain be appointed to the exclusion of other firms. This preference was based on the independence of PwC Spain and the fact that other major accounting firms have already been involved in previous engagements for DASE. The Debtors' engagement of PricewaterhouseCoopers in the United States as set forth in the initial and supplemental application has been fully disclosed to the Spanish court and the court did not modify its order appointing PwC Spain as an insolvency administrator.

5. PwC Spain was appointed by the Spanish court and its duty of care is to the court. As part of that appointment, PwC Spain will carry out the duties that are required by Spanish law, and these duties are primarily in the nature of advising and consulting with the Spanish court. All decisions and acts are carried out by the Spanish court on the basis of the advice received from the three administrators. The three administrators act in a joint and several capacity and decisions taken by them are proposed to the judge for approval. The court can then set aside the recommendations of the administrators. Of the three administrators, one is appointed to represent the creditors of DASE, but PwC Spain was not appointed as the creditor representative administrator.

6. The members of the PwC Spain team performing the administration duties consist of individuals who are different than those providing services in the United States on behalf of the Debtors. No confidential, non-public information has been or will be shared between PwC Spain and PricewaterhouseCoopers. To ensure that the employees of PwC Spain that are staffed to support the DASE receivership will not have any involvement in PricewaterhouseCoopers' service to the Debtors, PwC Spain and

PricewaterhouseCoopers have established a formal screening procedure or "ethical wall" to ensure that there are no communications or exchanges of information protected as confidential or as client secrets between PwC Spain and PricewaterhouseCoopers employees that are staffed on the aforementioned projects.

7. To the best of my knowledge, except as otherwise stated herein or in the Initial Affidavit or the First Supplemental Affidavit, PricewaterhouseCoopers (a) does not have any connections with the Debtors or their affiliates, their creditors, the U.S. Trustee, or any other party-in-interest, or their respective attorneys and accountants, (b) is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b), and (c) does not hold or represent any interest adverse to the Debtors' estates. I know of no reason why PricewaterhouseCoopers cannot continue to objectively perform professional services in its appointed role as the Debtors' retained professional.

8. PricewaterhouseCoopers will continue to conduct further due diligence and research of its client databases and inquiries of its partners and professionals and will file additional supplemental declarations regarding its retention, including periodic supplemental declarations to the extent necessary.

9. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto. Certain of the disclosures herein, however, relate to matters within the knowledge of other partners with PricewaterhouseCoopers and are based on information provided to me by them.

I declare under penalty of perjury under the laws of the United States of America  
that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: Detroit, Michigan  
April 23, 2007

PRICEWATERHOUSECOOPERS LLP

By:



Name: Brian D. Decker

Title: Partner

PricewaterhouseCoopers LLP

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Telephone: (313) 394-6000

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## **EXHIBIT F**

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Neil Berger (NB-3599)

HEARING DATE: 5/10/2007  
AT 10:00 AM

Delphi Legal Information Hotline:  
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International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**NOTICE OF PRESENTMENT OF JOINT SETTLEMENT AGREEMENT,  
STIPULATION AND AGREED ORDER BETWEEN DELPHI AUTOMOTIVE  
SYSTEMS, LLC, RSR CORPORATION AND ECO-BAT AMERICA, LLC TO  
DISALLOW AND EXPUNGE CLAIM NUMBERS 866 AND 867**

PLEASE TAKE NOTICE that on March 16, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proofs of claim numbers 866 and 867 (the "Proofs of Claim" or the "Claims") filed by RSR Corporation ("RSR") and Eco-Bat America, LLC ("Eco-Bat" and collectively with RSR "Claimants") pursuant to the Eleventh Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected On Debtors' Books and Records, (C) Untimely Claims, And (D) Claims Subject to Modification (the "Objection") (Docket No. 7301).

PLEASE TAKE FURTHER NOTICE that the Debtors and the Claimants have agreed to settle the Objection with respect to the Proofs of Claim and, pursuant to the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414), have executed a Joint Settlement Agreement, Stipulation and Agreed Order Between Delphi Automotive Systems, LLC, RSR Corporation and Eco-Bat America, LLC To Disallow and Expunge Claim Numbers 866 and 867 (the "Settlement Agreement and Joint Stipulation").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and Joint Stipulation, a true and complete copy is annexed hereto, the Debtors and the Claimants have agreed to disallow and expunge proofs of claim numbers 866 and 867 in their entirety.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Settlement Agreement and Joint Stipulation for consideration at the hearing scheduled for May 10, 2007, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York.

Dated: New York, New York  
April 30, 2007

DELPHI CORPORATION, *et al.*  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza  
New York, New York 10119  
(212) 594-5000

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession,  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Neil Berger (NB-3599)

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Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**JOINT SETTLEMENT AGREEMENT, STIPULATION AND  
AGREED ORDER BETWEEN DELPHI AUTOMOTIVE SYSTEMS, LLC,  
RSR CORPORATION AND ECO-BAT AMERICA, LLC TO DISALLOW AND  
EXPUNGE CLAIM NUMBERS 866 AND 867**

**WHEREAS**, on October 8, 2005 (the “Petition Date”), Delphi Corporation (“Delphi”) and certain of its U.S. subsidiaries (the “Initial Filers”) filed voluntary petitions for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”); and

**WHEREAS**, on October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the “Debtors”) filed voluntary petitions in the Bankruptcy Court for reorganization relief under the Bankruptcy Code; and

**WHEREAS**, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code; and

**WHEREAS**, the Bankruptcy Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Docket Nos. 28 and 404); and

**WHEREAS**, on October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors; and

**WHEREAS**, no trustee or examiner has been appointed in the Debtors' cases; and

**WHEREAS**, the Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and this matter is a core proceeding under 28 U.S.C. § 157(b)(2); and

**WHEREAS**, RSR Corporation ("RSR") and Eco-Bat America, LLC ("Eco-Bat" and collectively with RSR, "Claimant") provided goods to Delphi Automotive Systems, LLC ("DAS"), one of the Debtors, both before and after the Petition Date; and

**WHEREAS**, on September 14, 2005, DAS paid Claimant \$3,900,000 (the "Deposit") because DAS agreed with Claimant's request to proceed on a cash-in-advance basis for goods; and

**WHEREAS**, on November 29, 2005 Eco-Bat filed proof of claim #866 in the amount of \$1,540,183.73 (the "Eco-Bat Claim") against Delphi Corporation and RSR filed proof of claim # 867 in the amount of \$2,270,223.05 (the "RSR Claim," and together with the Eco-Bat Claim, the "Claims") against Delphi Corporation; and

**WHEREAS**, on or about March 16, 2007, the Debtors objected to the Claims pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. Bankr. P. 3007 To Certain (A) Insufficiently Documented

Claims (B) Claims Nor Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification; and

**WHEREAS**, the Debtors are authorized to enter into this agreement (the "Settlement Agreement") either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006; and

**WHEREAS**, the Debtors and the Claimant (the "Parties") have agreed to settle and resolve the Claims upon the terms set forth herein.

**NOW, THEREFORE**, in consideration of the foregoing, the Parties hereby stipulate and agree as follows:

1. This Settlement Agreement constitutes an agreement between the Parties and shall be effective immediately upon its execution by the Parties (the "Effective Date").
2. Upon the Effective Date, Claimant shall be authorized to apply, and shall apply, the Deposit to all prepetition invoices underlying the amounts set forth in the Claims, in full satisfaction of the Claims, and the Claims shall be deemed expunged.
3. Except for the Settlement memorialized by this Settlement Agreement, the Parties retain all of their other rights, claims, and defenses including without limitation regarding the Parties' respective rights regarding the remainder of the Deposit.
4. This Settlement Agreement may not be modified, amended, or terminated, nor any of its provisions waived, except by an agreement in writing signed by all of the Parties.

5. The agreements, terms, and provisions contained in this Settlement Agreement shall be binding upon, and inure to the benefit of, the Parties and their respective legal representatives, predecessors, successors, and assigns, including any trustee appointed in these chapter 11 cases and any chapter 7 trustee if any of these chapter 11 cases is converted to a chapter 7 case.

6. It is expressly understood and agreed that the terms hereof, including the recital paragraphs, are contractual; that the agreement herein contained and the consideration transferred hereunder is to resolve the Debtors' objections to the Claims and to avoid litigation; and that no statement made herein, payment, release, or other consideration given shall be construed as an admission by the Parties of any kind or nature whatsoever.

7. This Settlement Agreement constitutes the entire agreement between the Parties regarding the resolution of the Claims and supersedes all other prior agreements and understandings, both written and oral, between the Parties regarding the Claims.

8. The signatories below represent that they are authorized to enter into this Settlement Agreement.

9. This Settlement Agreement is being entered into among competent parties who are experienced in business and represented by counsel, and has been reviewed by the Debtors, Claimant and their respective counsel. Therefore, any ambiguous language in this Settlement Agreement will not be construed against any particular party as the drafter of such language.

10. This Settlement Agreement may be executed in counterparts, any of which may be transmitted by facsimile, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

11. The Bankruptcy Court shall retain original and exclusive jurisdiction over the Parties to interpret and enforce the terms of this Settlement Agreement and to resolve any disputes in connection herewith.

Dated: New York, New York  
April 30, 2007

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Dallas, Texas  
April 30, 2007

RSR CORPORATION  
ECO-BAT AMERICA, LLC  
By their Attorneys,  
NELIGAN FOLEY LLP  
By:

/s/ David Ellerbe  
DAVID ELLERBE  
1700 Pacific Avenue, Suite 2600  
Dallas, Texas 75201  
(214) 840-5300

**SO ORDERED**

This \_\_\_\_ day of \_\_\_\_\_, 2007  
in New York, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE



## **EXHIBIT G**

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Delphi Corporation  
Special Party

Company	Contact	Address1	Address2	City	State	Zip
Neligan Foley LLP	Attn David Ellerbe Esq	1700 Pacific Avenue	Suite 2600	Dallas	TX	75201